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**Counsel for Portland Natural Gas Transmission
System and Gas Transmission Northwest
Corporation**

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

FILED
U.S. DISTRICT COURT
2007 DEC -6 PM 1:46
S.D. OF N.Y.

-----X
In re:

Chapter 11

CALPINE CORPORATION, *et al.*,

Bankruptcy Case No. 05-60200 (BRL)
(Jointly Administered)

Debtors.

-----X
PORTLAND NATURAL GAS TRANSMISSION
SYSTEM and GAS TRANSMISSION NORTHWEST
CORPORATION,

Case No. 1:07-cv-09584 (GEL)

Plaintiffs,

-against-

**MOTION TO ADMIT COUNSEL
PRO HAC VICE**

CALPINE CORPORATION, *et al.*,

Defendants.

-----X

**MOTION FOR ORDER ALLOWING THE ADMISSION,
PRO HAC VICE, OF DAVID W. ELROD**

1. Pursuant to Rule 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Mark T. Power, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission pro hac vice of:

635179 \$25 SC 12-6-07 MEX

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Dallas, TX 75201
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Fax: (214) 855-5183
delrod@elrodtrial.com

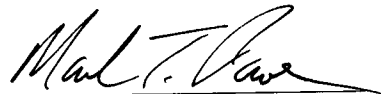
2. David W. Elrod is a member in good standing of the Bar of the State of Texas, all United States District Courts in the State of Texas, the United States Tax Court, and the United States Court of Appeals for the Fifth Circuit. David W. Elrod has also been granted admission pro hac vice to the United States Bankruptcy Court for the Southern District of New York in the Defendants' underlying bankruptcy case, case no. 05-60200 [Docket No. 289].

3. There are no pending disciplinary proceedings against David W. Elrod in any State or Federal court.

Dated: December 6, 2007
New York, New York

Respectfully submitted,

HAHN & HESSEN LLP



Mark T. Power (MP 1607)
Jeffrey Zawadzki (JZ 1656)
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AFFIDAVIT

CALPINE CORPORATION, *et al.*,

Defendants.

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**AFFIDAVIT OF MARK T. POWER IN SUPPORT OF MOTION
FOR ADMISSION, PRO HAC VICE, OF DAVID W. ELROD**

State of New York)
) ss:
County of New York)

MARK T. POWER, being duly sworn, hereby deposes and says as follows:

1. I am a member of the law firm of Hahn & Hessen LLP, counsel for Plaintiff in the above-captioned action. I am familiar with the proceedings in this case. I make

this statement based on my personal knowledge of the facts set forth herein and in support of Plaintiffs' motion to admit David W. Elrod as counsel pro hac vice to represent Plaintiffs in this matter.

2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in January 1989. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

3. I have known Mr. David W. Elrod since June 2006.

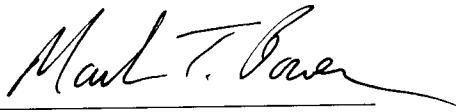
4. David W. Elrod is a member of the law firm Elrod, PLLC, located in Dallas, Texas.

5. I have found David W. Elrod to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.

6. Accordingly, I am pleased to move the admission of David W. Elrod, pro hac vice, which is attached hereto as *Exhibit A*.

WHEREFORE it is respectfully requested that the motion to admit Mr. David W. Elrod, pro hac vice, to represent Plaintiffs in the above-captioned matter, be granted.

Dated: December 6, 2007
New York, New York


Mark T. Power (MP 1607)

Sworn to before me this
6th day of December, 2007


Notary Public

Jeffrey Zawadzki
Notary Public, State of New York
No. 01ZA5067204
Qualified in Queens County
Commission Expires Oct. 15, 2010

STATE BAR OF TEXAS



Office of The Chief Disciplinary Counsel

November 28, 2007

RE: **Mr. David W. Elrod**
State Bar Number - **06591900**

To Whom it May Concern:

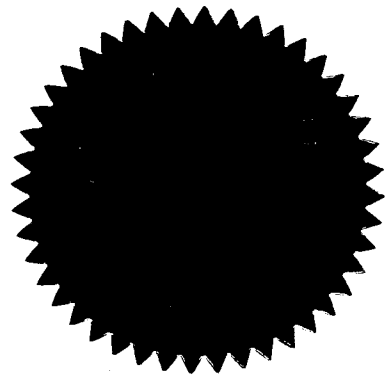
This is to certify that Mr. David W. Elrod was licensed to practice law in Texas on November 06, 1978 and is an active member in good standing with the State Bar of Texas.

Good Standing means that the attorney is current on payment of Bar dues and attorney occupation tax; has met Minimum Continuing Legal Education requirements; and is not presently under either administrative or disciplinary suspension.

No disciplinary action involving professional misconduct has been taken against the attorney's law license. This certification expires 30 days from this date, unless sooner revoked or rendered invalid by operation of rule or law.

John A. Neal
Chief Disciplinary Counsel

JN/dh



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Craig Tadlock (Texas State Bar No. 00791766)
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-against-

AFFIDAVIT

CALPINE CORPORATION, *et al.*,

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AFFIDAVIT OF SERVICE

MARLENA GRAZIANO, duly sworn, deposes and says:

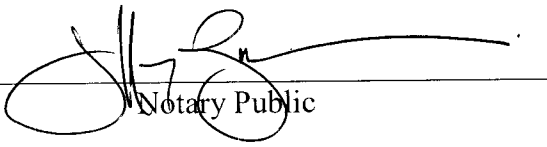
1. I am over 18 years of age, reside in the County of Suffolk, State of New York and am not a party to the above action.

2. On December 6, 2007, I caused to be served a copy of the *Motion for Admission, Pro Hac Vice, of David Elrod* via first class mail by depositing true copies thereof enclosed in

pre-paid, properly addressed wrappers, in an official depository under the exclusive care and custody of the United States Postal Service addressed to the parties on the service list annexed hereto:


Marlena Graziano

Sworn to before me this
6th day of December, 2007



Notary Public
Jeffrey M. Luki
Notary Public, New York
No. 012A0067204
Qualified in Queens County
Commission Expires Oct. 15, 2010

SERVICE LIST

Kirkland & Ellis LLP
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Richard Cieri

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Brad E. Scheler
Adrian Feldman

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SOUTHERN DISTRICT OF NEW YORK**

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Plaintiffs,

-against-

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Defendants.

**ORDER FOR ADMISSION
PRO HAC VICE
ON WRITTEN MOTION**

ORDER FOR ADMISSION, PRO HAC VICE, OF DAVID W. ELROD

Upon the motion of Mark T. Power of Hahn & Hessen LLP, attorney for Plaintiffs, and
his affidavit in support thereof;

IT IS HEREBY ORDERED that

David W. Elrod
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500 N. Akard Street, Suite 3000
Dallas, TX 75201
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Fax: (214) 855-5183
delrod@elrodtrial.com

is admitted to practice pro hac vice as counsel for Plaintiffs in the above-captioned case in the
United States District Court for the Southern District of New York. All attorneys appearing
before this Court are subject to the local Rules of this Court, including the Rules governing

discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov.

Dated: _____, 2007
New York, New York

United States District/Magistrate Judge